

United States Bankruptcy Court
District of New Jersey

In re Zayat Stables, LLC

Debtor(s)

Case No.
Chapter10-13130 (DHS)
11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7,11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	4	In Excess of \$38 Million		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		\$36,624,205.50	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	18		\$1,898,625.21	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
TOTAL		30	In Excess of \$38 Million	\$38,522,830.71	

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Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
HONORABLE DONALD H. STECKROTH
CASE NO. 10-13130 (DHW)

In re:

ZAYAT STABLES, LLC,

Debtor-in-Possession.

Chapter 11

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S
SOFA AND SCHEDULES**

The Statement of Financial Affairs (“SOFA”) and Schedules of Assets and Liabilities (“Schedules”) filed by Zayat Stables, LLC, the within debtor and debtor-in-possession (the “Debtor”) in the above-captioned Chapter 11 case, are unaudited and were prepared pursuant to section 521 of chapter 11 of title 11, the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in conjunction with the Debtor’s management and advisors. While the Debtor’s management has made reasonable efforts to file a complete and accurate SOFA and Schedules based upon information available at the time of preparation, and because of, among other things, the complexity of the Debtor’s business operations, the SOFA and Schedules remain subject to further revision and verification by the Debtor. The Debtor reserves the right to amend its SOFA and Schedules from time to time as may be necessary or appropriate. The Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtor’s SOFA and Schedules (the “Global Notes”) is incorporated by reference in, and comprises an integral part of, the SOFA and Schedules, and should be referred to and reviewed in connection with any review of same.

The SOFA and Schedules have been signed by Ahmed Zayat, sole member and officer of the Debtor. In reviewing and signing the SOFA and Schedules, Mr. Zayat necessarily relied upon the efforts, statements and representations of the accounting and non-accounting personnel of the Debtor. Mr. Zayat has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

INTRODUCTION

1. Description of the Case and “As Of” Information Date. On February 3, 2010 (the “Filing Date”), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtor currently is operating its business and is in possession of its assets as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

2. Basis of Presentation. The SOFA and Schedules do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles, nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtors.

3. Amendment. While reasonable efforts were made to file complete and accurate SOFA and Schedules, inadvertent errors or omissions may exist. The Debtor thus reserves the right to amend and/or supplement its SOFA and Schedules from time to time as may be necessary or appropriate.

4. Recharacterization. The Debtor has made reasonable efforts to characterize, classify, categorize or designate the claims, assets, executory contracts, unexpired leases and other items reported in the SOFA and Schedules correctly. It is possible, however, the Debtor may improperly have characterized, classified, categorized or designated certain items. As such, the Debtor reserves its right to recharacterize, reclassify, recategorize or redesignate information reported in the SOFA and Schedules at a later time, as necessary or appropriate, as additional information becomes available.

5. Summary of Reporting Procedures. The following conventions were adopted by the Debtor in the preparation of the SOFA and Schedules:

(i) Fair Market Value; Book Value. The Debtor reports on a calendar year basis. All asset information contained in the SOFA and Schedules is as of the Filing Date. The liability information, except where otherwise noted, is as of the Filing Date. Unless otherwise noted, the Debtor has indicated net book values for assets as of the Filing Date in the SOFA and Schedules.

(ii) Causes of Action. The Debtor possesses certain claims and causes of action against its prepetition secured lender, Fifth Third Bank (“Fifth Third”), in connection with lender liability claims based on a pattern of misleading, deceptive and predatory lending practices perpetrated by Fifth Third. In addition, the Debtor may possess certain claims and causes of action against various parties, including, contingent claims in the form of various avoidance actions they could commence under the Bankruptcy Code and other relevant nonbankruptcy laws. The identity and amounts of those claims and causes of action, if any, are not yet known and, therefore, the Debtor reserves all its rights with respect to any claims, causes of action or avoidance actions. Nothing contained or omitted in these Global Notes or the SOFA and Schedules shall be deemed a waiver of any such claims, avoidance actions or causes of action or in any way prejudice or impair the assertion thereof.

(iii) Classifications. Listing a claim (i) on Schedule D as “secured,” (ii) on Schedule E as “priority” or (iii) on Schedule F as “unsecured nonpriority,” or listing a contract on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtor of the legal rights of the claimant, or a waiver of the Debtor’s right to recharacterize or reclassify

such claim or contract. In particular, the Debtor reserves its right to amend the SOFA and Schedules to recharacterize or reclassify any such contract or claim.

(iv) Disputed, Contingent, and Unliquidated Claims: Schedules D, E and F (see below) permit the Debtor to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtor reserves its right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status.

SCHEDULES

1. Schedule B. The Debtor reserves its right to recategorize and/or recharacterize the asset holdings described below at a later time to the extent the Debtor determines that such holdings were improperly reported:

(1) Schedule B.2: the Debtor's cash includes approximately: (i) \$3,380 in petty cash; (ii) \$17,627.23 held at Fifth Third in Checking Account No. 7380727409; (iii) \$607,453.29 held at Fifth Third in Money Market Account No. 7380700760 (the "Control Account"); (iv) \$827,771.64 held at Bank of America in Operating Account No. 9504647669; and (v) \$195,000.00 held at Frost Brown Todd, LLC in their attorney trust account. The Debtor anticipates seeking authority at the final cash collateral hearing to use the cash in the Control Account. The Debtor reserves all rights as to the Control Account.

(2) Schedule B.16. Accounts receivable are comprised generally of monies due from various racetracks throughout the United States.

(3) Schedule B.30. The Debtor's primary asset consists of its inventory of horses. As of December 2009, the fair market value of the Debtor's inventory of

horses, as appraised at the behest of Fifth Third, was in excess of \$37 million. Nothing herein shall be deemed an acknowledgment or admission as to the appraisal prepared by Fifth Third.

2. Schedule D. Although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserves all its rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. In particular, the Debtor does not acknowledge the indebtedness to Fifth Third and reserves all of its rights to challenge the validity, extent and priority of the indebtedness and alleged liens of Fifth Third. In addition, nothing herein shall constitute a finding that Fifth Third has a valid lien on the Debtor's assets. The descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens.

3. Schedule E. Certain of the Debtor's employees had pre-petition wage claims due to the timing of the Filing Date with respect to the Debtor's pay periods. On February 5, 2010, the Bankruptcy Court entered an order granting the Debtor authority to pay pre-petition employee wage and other obligations in the ordinary course (the "Employee Wages Order"). Pursuant to the Employee Wages Order, the Debtor believes that, other than claims of certain former and current employees for vacation, personal and/or severance pay, any employee claims for pre-petition amounts have been or will be satisfied in the ordinary course of business pursuant to the Employee Wages Order. As a result, pre-petition wage claims have been listed on Schedule E as zero. The listing of any claim on Schedule E does not constitute an admission by the Debtor that such claim, in fact, exists and/or is entitled to priority treatment under 11

U.S.C. § 507. The Debtor reserves its right to dispute the priority status and amount of any claim on any basis.

4. Schedule F. The claims comprising Schedule F may be categorized generally as the claims of individual creditors for, among other things, goods and/or services, which the Debtor reserve all its rights with respect to any such credits and allowances including the right to assert claims objections and/or setoffs with respect to same.

5. Schedule G. The Debtor hereby reserve all its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease.

6. Schedule H. Schedule H reflects guaranties issued by Ahmed Zayat, the Debtor's principal, and Pioneer of the Nile, Ltd.,¹ for the payment of all monies due, or which may thereafter become due, to Fifth Third under the Debtor's prepetition credit facility with Fifth

¹ Pioneer of the Nile, Ltd. is an entity which is wholly owned by Ahmed Zayat and which has no assets.

Third. Both of the guaranties each have a liability limit of \$38,700,000.00. The Debtor reserves its rights to amend Schedule H at any time should circumstances warrant.

Respectfully submitted,

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
Proposed Attorneys for Zayat Stables, LLC,
Debtor-in-Possession

By: /s/ Michael D. Sirota
Michael D. Sirota
Warren A. Usatine

DATED: February 17, 2010

In re

Zayat Stables, LLC

Case No. 10-13130 (DHS)

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
1. Cash on hand.		Petty Cash	-	\$3,380.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Fifth Third Bank P.O. Box 630900 Cincinnati, OH 45263-0900 Checking Acct. No. 7380727409	-	\$17,627.23
		Fifth Third Bank P.O. Box 630900 Cincinnati, OH 45263-0900 Money Market Account No. 7380700760	-	\$607,453.29
		Bank of America P.O. Box 53150 Phoenix, AZ 85072-3150 Checking Acct No. 9504647669		\$827,771.64
		Frost Brown Todd LLC Attorney Trust Account 250 W. Main Street, Suite 2800 Lexington, KY 40507-1749		\$195,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit with Landlord: MSNW Continental Association	-	\$10,031.88
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			

In re Zayat Stables, LLC
DebtorCase No. 10-13130 (DHS)
(If known)**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Kirk Horse Insurance - Mortality and Infertility American Bankers Insurance - Equine Liability and Umbrella J. Katz Insurance Company - Liability and Workers Compensation	-	\$0.00 \$0.00 \$0.00
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		Stallion Syndicates: J Be K - 50% Marcavelly - 66% Pioneer of the Nile - 75% Zensational - 25% Shared Ownership: Conja - 50% Got the Last Laugh - 50% Kit's Girl - 50% Sensi - 50% Unnamed, by Birdstone-Zamgo - 50% Unnamed, by Cherokee Run-Moon Watch - 50% Unnamed, by Half Ours-Malibu Molly - 50% Unnamed, by Indian Charlie-Conja - 50% Unnamed, by Pomeroy-Mimi's Tizzy - 50%	-	Unknown

In re Zayat Stables, LLC
DebtorCase No. 10-13130 (DHS)
(If known)**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Arlington Park - \$100.00 Calder/Gulf Stream - \$580.00 Golden Gate Fields - \$6,154.00 Hawthorne Park - \$100.00 Nyra-Aqueduct - \$6,756.00 Mountaineer - \$50.00	-	\$13,740.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Loan Receivable - M. Jelinsky - \$155,000.00 - 11/27/2006 Loan Receivable - M. Mike - \$4,700.00 - 3/22/2007 Loan Receivable - S. Amoyelle - \$51,000.00 - 8/16/2007 Loan Receivable - J. Jelinsky - \$450,000.00 - 9/27/2007 Loan Receivable - B. Jelinsky - \$50,000.00 - 10/02/2007 Loan Receivable - L.A. Jelinsky - \$2,500.00 - 2/1/2008 Loan Receivable - CJE Skelchy - \$30,180.00 - 6/2/2008 Loan Receivable - B. Mulhearn - \$5,850.00 - 9/4/2008 Loan Receivable - R. Williams - \$200.00 - 7/17/2009 Loan Receivable - T. Mulhearn - \$24,560.00 - 7/22/2009 Loan Receivable - Over View - \$50,000.00 - 9/29/2009 Loan Receivable - A. Mulhearn - \$65,800.00 - 10/27/2009	-	Unknown
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Counterclaim against Fifth Third Bank for lender liability.	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

In re Zayat Stables, LLC
DebtorCase No. 10-13130 (DHS)
(If known)**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint or Community	Current Value of Debtor's Interest In Property, With- Out Deducting Any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furniture, Equipment and Improvements		Unknown
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		See attached Schedule 1	-	In Excess of \$37 Million*
31. Animals.		See Question 30 - Inventory	-	\$0.00
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
			Total >	In Excess of \$38 Million

(Report also on Summary of Schedules)

***As of December 2009, the fair market value of the Debtor's inventory of horses, as appraised at the behest of the Debtor's prepetition lender, Fifth Third Bank, was in excess of \$37 million. Nothing herein shall be deemed an acknowledgement or admission as to the appraisal prepared by Fifth Third Bank.**

In re

Zayat Stables, LLC

I

Case No.

10-13130 (DHS)

Debtor(s)

Schedule 1 to Question 30

Horse	Stallion	YOB
Acqualina		
Acqualina	Proud Citizen	2009
Alaazo		
Anwar Sadat		
Ash Zee		
Ava Knowsthecode	First Samurai	2008
B Z Warrior		
Baby Lexi	Roman Ruler	2008
Baby Lexi		
Baby Lexi	Whywhywhy	2009
Baroness Aamoura		
Baroness Jill		
Beautfiul Julie		
Beautiful Julie	Teuflesberg	2009
Bella Linda		
Bella Linda	In Excess (Ire)	2009
Boston Lady	Hennessy	2008
Brady Thomas		
Bret		
Bruce N Autumn		
Bustanai		
Can You Say Fast		
Carson Jen	Bernardini	2008
Carson Jen		
Charming Assassin		
Chasing Ted		
Chief Officer	Stormy Atlantic	2008
Commandeered		
Conja		
Conja	Indian Charlie	2009
Crown of Glory		
Curly Girl		
Curly Girl	Mr. Sekiguchi	2009
D C Tapit		
Debbie H		
Donia		
Dontgetinmyway	Rockport Harbor	2008
Dougie		
Dreyfus		
Dyna's Destiny	Distorted Humor	2008
E Z Warrior		

Horse	Stallion	YOB
Eaton's Gift		
Eliza's Time (Ire)	Lemon Drop Kid	2008
Emma Song		
Emmz		
Enchanted Woods	Giant's Causeway	2008
Enchanted Woods		
Enchanted Woods	Lawyer Ron	2009
Eskendereya		
Everlasting Beauty		
Eye on Jacob		
Fast an Sexy	Indian Charlie	2008
Fayoum		
Fifty Mil Short	El Corredor	2008
Fifty Mil Short		
Fifty Mil Short	City Zip	2009
Five Fifty Five		
For All We Know	Monarchos	2008
Fossa		
Fri Guy		
Galloping Gulch		
Gentleman Jeter		
Go Again Valid	Broken Vow	2008
Got the Last Laugh		
Greeley's Tune		
Gullible Gal		
Halo Najib		
Hamba	Harlan's Holiday	2008
Happy Olive		
Harbor Girl	Devil His Due	2008
Heart Ashley		
Heart Ben		
Herr Mozart		
Herzog		
Hoopoe		
Horowitz		
Hot Table		
Hovig		
Humilarity		
In Just We Trust		
J Be K		
J Z Now		
J Z's Revenge		
Jake of Rome		
Je Suis Sheik		
Jehan		

Horse	Stallion	YOB
Jemmealey		
Joanne Jubilation	Hook and Ladder	2008
Joanne Jubilation	Bold Executive	2009
Joanne Jubilation		
Justin		
Justy		
Kays and Jays		
Keefer		
Keepyourwitsaboutu	Forest Danger	2008
Kerouac		
Kit's Girl		
La Ransom		
Lady Amira		
Lamm		
Legendary Stacy		
Little Mordi		
Littleprincessemma		
Lotus of the Nile		
Macias		
Macjoey		
Mahfouz		
Maimonides		
Malibu Moon	Half Ours	2009
Malt Magic		
Mapenga	Include	2008
Marcavelly		
Mark of a Warrior		
Masrawy		
Massive Drama		
Megalicious		
Megalov		
Melo		
Meredith Bee		
Mia Donna	Stormy Atlantic	2008
Milagra	Malibu Moon	2008
Mimi's Tizzy	Pomeroy	2008
Mine or Who's		
Miraculous Knight	Songandaprayer	2008
Miraculous Knight		
Miraculous Knight	Rockport Harbor	2009
Mischooo		
Mlle Ballerina		
Moon De French		
Moon Watch	Cherokee Run	2008
Moral Victory		

Horse	Stallion	YOB
Mother Ruth		
Moudez		
Mr. Benjamin		
My Friend Bernie		
My Jo Jo	Roman Ruler	2008
My Jo Jo		
My Jo Jo	Macho Uno	2009
Night Edition	Victory Gallop	2008
Omnyti		
Pearly Beach	Tapit	2008
Phone Home		
Pioneerof the Nile		
Pious David		
Polish Flower	Silver Deputy	2008
Positioning	Tapit	2008
Premium Wine		
Prince Omar		
Professor Z		
Pure Malt		
Puype's Dream	Lion Heart	2008
Queen Amira (GB)	Malibu Moon	2009
Raphael Alexandro		
Red Cognac		
Red Vow		
Rena		
Renfro Valley Star	Speightstown	2008
Rightly So		
Riley Tucker		
Ron Rita Run		
Saar		
Saints Alive		
Sarah Supreme		
Sarah Supreme	Aragorn (Ire)	2009
Schneerson		
Sensi		
Sheba's Song		
Sheer Luck	Elusive Quality	2008
Simone Veil		
Sir Ben		
Sir Mott		
Skinny Dip		
Sobe's Choice	Consolidator	2008
Sobe's Choice		
Sobe's Choice	Purge	2009
Sobhy		

Horse	Stallion	YOB
Soul Warrior		
Souma		
Sparklin Lil	Jump Start	2008
Spies in My Midst	Bernstein	2008
Star of Goshen		
Star of Goshen	Empire Maker	2009
St. Raphael		
Sunday Holiday		
Sunday Holiday	Ghostzapper	2009
Tamar		
Teaneck		
The Administrator	Mineshaft	2008
Thirthsixth		
Undercover Angel		
Vitamin C		
Viva V	Giant's Causeway	2008
Z Fortune		
Z Humor		
Z Z Warrior		
Zamgo	Birdstone	2008

In re **Zayat Stables, LLC**,
DebtorCase No. **10-13130 (DHS)****SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T		AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	
				U N L I Q U I D A T E D	D I S P U T E D			
Account No.			Purchase of horses					
Bemak N.V. Ltd. Co., d/b/a Ashford Stud P.O. Box 823 Versailles, KY 40383	-			X	X	Unknown	Unknown	
Account No.			Credit Facility					
Fifth Third Bank 250 West Main Street Attn: Mr. Chad Lashbrook Lexington, KY 40507	X -			X	X	34,265,970.00	Unknown	
Account No.			Additional Notice Party: Fifth Third Bank			Notice Only		
Fifth Third Bank 5050 Kingsley Drive MD 1MOC2Q Attn: Depositor Services Cincinnati, OH 45263								
Account No.			Additional Notice Party: Fifth Third Bank			Notice Only		
Jeffrey D. Prol, Esq. Lowenstein Sandler PC 65 Livingston Avenue Roseland, NJ 07068								
Subtotal (Total of this page)						34,265,970.00	0.00	
2 continuation sheets attached								

In re Zayat Stables, LLC,
DebtorCase No. 10-13130 (DHS)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.							
Michael L. Scheier, Esq. Keating Muething & Klekamp, PLL One East Fourth Street, Suite 1400 Cincinnati, OH 45202		Additional Notice Party: Fifth Third Bank				Notice Only	
Account No.		Value \$					
Hill 'N' Dale Syndicated Stallions, Inc. Attn: John Sikura 640 N. Yarnallton Pike Lexington, KY 40511	-	Boarding for Sire	X	X		6,095.10	Unknown
Account No.		Value \$	0.00				
Hill 'N' Dale Syndicated Stallions, Inc. Attn: John Sikura 640 N. Yarnallton Pike Lexington, KY 40511	-	Seventy-five percent (75%) ownership interest in Zensational (2006)	X	X			
Account No.		Value \$	0.00			Unknown	Unknown
Keeneland Association, Inc. Attn: Harvie Wilkinson 4201 Versailles Road P.O. Box 1690 Lexington, KY 40588-1690	-	Purchase of horses	X	X		2,381,500.00	Unknown
Account No.		Value \$	0.00				
Steven Sheldon, Esq. Day Pitney LLP 200 Campus Drive Florham Park, NJ 07932		Additional Notice Party: Keeneland Association, Inc.				Notice Only	
Sheet <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims		Value \$				Subtotal (Total of this page)	2,387,595.10 0.00

In re

Zayat Stables, LLCCase No. 10-13130 (DHS)

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTIN GENT	UNLI QUID DATE D	DISP UTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Stonewall Farm Stallions, LLC 3204 Midway Road Versailles, KY 40383	-		Breeding fee		X	X		
			Value \$ 0.00				Unknown	Unknown
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims							Subtotal (Total of this page)	0.00
							Total (Report on Summary of Schedules)	36,653,565.10
							0.00	

In re

Zayat Stables, LLC

Case No. **10-13130 (DHS)**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Zayat Stables, LLC**Case No. 10-13130 (DHS)

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)
Wages, salaries, and commissions**TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			CONTINGENT	UNLIQUIDATED	DISPUTED	DATED		
Account No.								
Sobhy S. Sonbol 200 Chambers Street Apt. 6U New York, NY 10017	-						0.00	0.00
Account No.								
Sylvia Sunta 598 Warwick Avenue Teanec, NJ	-						0.00	0.00
Account No.								
Rita Weingold 251 Richard Court Pomona, NY 10970	-						0.00	0.00
Account No.								
Ronald Williams 130 Belmont Street Englewood, NJ 07631	-						0.00	0.00
Account No.								
Ahmed Zayat 569 Warwick Avenue Teanec, NJ 07666	-						0.00	0.00
Sheet <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)				0.00	0.00
			Total (Report on Summary of Schedules)				0.00	0.00

In re **Zayat Stables, LLC**,
DebtorCase No. 10-13130 (DHS)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTO R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			CONTINGENT	UNLIQUIDATED	DISPUTED	
Account No.			Stud Fee			
Adena Springs P.O. Box 718 Paris, KY 40362		-		X	X	143,100.00
Account No.			Equine - Medical			
Alamo Pintado Equine Medical Center 2501 Santa Barbara Avenue P.O. Box 249 Los Olivos, CA 93441		-				1,722.40
Account No.			Vanning/Horse Transportation			
American Horse Transportation LLC 326 8th Street SW - Ste. #5 Auburn, WA 98001		-				3,700.00
Account No.			Equine - General			
Ashford Stud/Creekview Farm P.O. Box 823 Versailles, KY 40383		-				2,616.00
Subtotal (Total of this page)						151,138.40

17 continuation sheets attached

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Equine - General				
Asmussen Racing Stables P.O. Box 1861 Laredo, TX 78044	-					3,600.00
Account No.		Utility				
AT&T Mobility P.O. Box 6463 Carol Stream, IL 60197-6463	-					1,021.76
Account No.		Medical Treatment - Veterinarian				
Baronne Veterinary Clinic, Inc. P.O. Box 909 Sunset, LA 70584	-					17,497.00
Account No.		Medical Treatment - Veterinarian				
The Belmont Veterinary Group Inc. 335 Rushmore Avenue Mamaroneck, NY 10543	-					1,060.00
Account No.		Training				
Bob Baffert Racing Stables, Inc. Attn: Kim McCarthy P.O. Box 661912 Arcadia, CA 91066-1912	-					21,308.80
Sheet no. <u>1</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			44,487.56

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
						Account No.
Bob Coglianese Photos, Inc. P.O. Box 90 Jamaica, NY 11417	-	Equine - General				572.00
Account No.						
Bob Hubbard Horse Transportation, Inc. 3730 S. Riverside Avenue Colton, CA 92324	-	Equine - General				2,826.00
Account No.						
Bonnie Acres Ranch 25240 Thoroughbred Lane Hemet, CA 92545	-	Equine - General				3,063.80
Account No.						
Boothwyn Pharmacy Inc. 2341 Chichester Avenue Boothwyn, PA 19061	-	Veterinary/Pharmacy				14,375.00
Account No.						
Brook Ledge Inc. P.O. Box 56 Oley, PA 19547-0056	-	Vanning/Horse Transportation				14,890.25
Sheet no. 2 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			35,727.05

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Training				
Chad Brown P.O. Box 21875 Louisville, KY 40221	-					3,763.00
Account No.		Utility				
Cablevision Lightpath, Inc. P.O. Box 360111 Pittsburgh, PA 15251-6111	-					875.00
Account No.		Registration/Advertising				
California Thoroughbred Breeders Assoc., Canadian Thoroughbred Horse Society (BC Division) 17687-56A Avenue, Surrey V3S 1G4	-					1,083.05
Account No.		Advertising for Stallions				
Campbell Enterprises 2896 Deerfield Run Blvd. Anderson, IN 46017	-					3,100.00
Account No.		Training				
Tyler Cerin 175 Mt. Olive Drive Bradbury, CA 91010	-					220.00
Sheet no. <u>3</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			9,041.05

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
Chino Valley Equine Hospital 2945 English Place Chino Hills, CA 91709	-					12,438.00
Account No.		Stud fee				
Darley Stud Management, LLC Jonabell Farm Attn: Mary Beth Moore 3333 Bowman's Mill Road Lexington, KY 40513	-				X	174,900.00
Account No.		Equine - General				
Deer Park P.O. Box 856192 Louisville, KY 40285-6192	-					38.86
Account No.		Medical Treatment - Veterinarian				
Dr. Michael E. Steppe & Associates 3417 Chino Avenue Chino, CA 91710	-					572.00
Account No.		Training				
Dutrow Thoroughbred Enterprises Inc. Attn: Kim Dutrow 88 Penn Oak Trail Newtown, PA 18940	-					9,279.00
Sheet no. <u>4</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			197,227.86

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
DVM & Associates PC Attn: James C. Hunt, Jr. P.O. Box 030452 Elmont, NY 11003	-					26,048.94
Account No.		Consignment				
Eaton Sales, LLC 1510 Newtown Pike Suite 108 Lexington, KY 40511	-					54,682.62
Account No.		Photos and DVDs				
Equi-Photo, Inc. Philadelphia Park Racetrack P.O. Box 1000 Bensalem, PA 19020	-					825.00
Account No.		Equine - General				
Equi-Vet., LLC Route 6 Box 185 G Hessler Street New Orleans, LA 70129	-					1,843.00
Account No.		Medical Treatment - Veterinarian				
Equine Medical and Surgical Group P.O. Box 661956 Arcadia, CA 91066	-					34,195.49
Sheet no. <u>5</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				117,595.05

In re Zayat Stables, LLCCase No. 10-13130 (DHS)

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
Equine Medical Center (CA) 10542 Walker Street Cypress, CA 90630	-					13,305.61
Account No.		Medical Treatment - Veterinarian				
Equine Medicine & Surgery 7991 E. Texas St. Suite 400 Bossier City, LA 71111-7024	-					25,398.28
Account No.		Medical Treatment - Veterinarian				
Equine Medicine Specialist 4215 N. Flagler Drive West Palm Beach, FL 33407	-					710.00
Account No.		Equine - General				
Equine Therapy 502 Inc. P.O. Box 583 Simpsonville, KY 40067	-					1,750.00
Account No.		Equine - General				
Finger Lakes Gaming & Racetrack c/o Jo Tremacco P.O. Box 25250 Farmington, NY 14425	-					150.00
Sheet no. <u>6</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			41,313.89

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON TIN GENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Legal				
Frost Brown Todd, LLC c/o Joel B. Turner, Esq. 400 West Market Street, 32nd Fl. Louisville, KY 40202-3363	-					4,236.50
Account No.		Boarding for Sire				
Gainesway Attn: Michael Hernon 3750 Paris Pike P.O. Box 11690 Lexington, KY 40577-1690	-					37,100.00
Account No.		Accounting and Financial				
The Green Group Leonard C. Green & Company PA 900 Route 9, 6th Fl. Woodbridge, NJ 07095	-					8,730.00
Account No.		Vanning/Horse Transportation				
H.E. Sutton Forwarding Co, LLC P.O. Box 1066 Lexington, KY 40588-1066	-					47,004.21
Account No.		Breeding				
Indiana Stallion Station LLC 4967 E. 100 S Anderson, IN 46017	-					1,200.00
Sheet no. <u>7</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				98,270.71

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
						500.00
Account No.		Vanning/Horse Transportation				
J. Reed Horse Transportation P.O. Box 847 Versailles, KY 40383	-					
Account No.		Vanning/Horse Transportation				
KDS Horse Transportation 1111 NW McCracken Road Lawton, OK 73507	-					11,039.00
Account No.		Medical Treatment - Veterinarian				
James D. Kenney D.V.M. P.O. Box 717 Millstone Township, NJ 08510	-					600.00
Account No.		Equine - General				
M.C. Sedlacek Racing Stable 227 Hamilton Road West Hempstead, NY 11552-1509	-					685.00
Account No.		Equine - General				
McMartin and Associates P.O. Box 160 Bolton, Ontario L7E 5T2 CANADA	-					3,879.60
Sheet no. <u>8</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			16,703.60

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
Joseph F. Migliacci, DVM, PA P.O. Box 540005 Lake Worth, FL 33454-0005	-					463.00
Account No.		Training				
Mike R. Mitchell Racing Stable Attn: Pete Belanto c/o L.B. Business Mgmt 28202 Palmada Mission Viejo, CA 92692	-					27,060.00
Account No.		Equine - General				
Mott Thoroughbred Stable 11 Manning Cove Road Malta, NY 12020	-					1,692.35
Account No.		Legal				
Karen A. Murphy, Esq. 76 Phelps Road Old Chatham, NY 12136	-					4,122.45
Account No.		Training				
Nicolas P. Zito Racing Stables, Inc. Attn: Tim Poole P.O. Box 588 Elmont, NY 11003	-					26,877.00
Sheet no. 9 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				60,214.80

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
Renee D. Nodine, VMD Horse Valley Equine Center, LLC 177 Valley Lane Annville, PA 17003	-					949.00
Account No.		Training				
Payton Training Center 11 S.E. Highway 484 Ocala, FL 34480	-					2,505.00
Account No.		Equine - General				
Pegasoos, Inc P.O. Box 660002 Arcadia, CA 91066	-					2,450.00
Account No.		Equine - General				
Peterson & Smith Equine Hospital 4747 SW 60th Avenue Ocala, FL 34474	-					2,977.28
Account No.		Equine - General				
PS Horse Transportation, Inc 205 East 66th Street New York, NY 10065	-					900.00
Sheet no. 10 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			9,781.28

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	UN LI QU IDA TE D	DIS P U TE D	
Account No.		Training				
Rick Dutrow Racing Stable 2 The Hollows West East Norwich, NY 11732	-	Training			X	2,675.88
Account No.		Boarding				
River Rock Farm, Inc. 1730 Hopewell Road Port Deposit, MD 21904	-	Boarding				1,024.00
Account No.		Boarding				
Robert Scanlon Training Center, Inc. P.O. Box 599 Williston, FL 32696	-	Boarding				7,170.50
Account No.		Medical Treatment - Veterinarian				
Roger B. Clymans, V.M.D., P.C. 3688 Pickertown Road Chalfont, PA 18914	-	Medical Treatment - Veterinarian				82.00
Account No.		Medical Treatment - Veterinarian				
Rood & Riddle Equine Hospital P.O. Box 12070 Lexington, KY 40580-2070	-	Medical Treatment - Veterinarian				6,307.75
Sheet no. <u>11</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				17,260.13

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Vanning/Horse Transportation				
Sallee Horse Vans, Inc. P.O. Box 13338 Lexington, KY 40583-3338	-					23,701.58
Account No.		Equine - General				
San Francisco Equine Inc. 519 Marine View Avenue, Suite A Belmont, CA 94002	-					852.00
Account No.		Loan				
Sherif El Zayat 401 Hackensack Avenue Hackensack, NJ 07601	-					750,000.00
Account No.		Equine - General				
Sica Horse Transport P.O. Box 14114 Louisville, KY 40214	-					250.00
Account No.		Medical Treatment - Veterinarian				
Stephen J. Selway, D.V.M. Inc. 308 Oak Street Hollywood, FL 33019	-					690.00
Sheet no. <u>12</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				775,493.58

In re Zayat Stables, LLCCase No. 10-13130 (DHS)

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Training				
Steve Asmussen Racing Stable Attn: Jamie Holloman P.O. Box 200397 Arlington, TX 76006-0397	-					73,544.60
Account No.		Training				
Steve Miyadi Racing Attn: Steve Miyadi 3555 El Camino Real # 308 San Mateo, CA 94403	-					4,410.00
Account No.		Legal				
Stites & Harbison PLLC 250 W. Main Street 2300 Lexington Financial Center Lexington, KY 40507-1758	-					6,033.30
Account No.		Boarding				
Stockplace Attn: Tom VanMeter 4224 Briar Hill Road Lexington, KY 40516	-					28,807.00
Account No.		Equine - General				
Taylor Made Sales Agency 2765 Union Mill Road Nicholasville, KY 40356	-					7,805.00
Sheet no. <u>13</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			120,599.90

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
Teigland, Franklin & Brokken, D.V.M.'s PA 12277 SW 55th Street, Suite 909 Fort Lauderdale, FL	-					685.75
Account No.		Canadian Membership				
The Canadian Thoroughbred Horse Society PO Box 172 Rexdale, Ontario M9W 5L1	-					800.00
Account No.		Training				
Todd A. Pletcher Racing Stables, Inc. 73 First Street Garden City, NY 11530-4320	-					11,715.16
Account No.		Training				
Todd Beattie Attn: Todd Mosstoller 94 Moonshine Road Jonestown, PA 17038	-					4,146.00
Account No.		Production				
Triple Crown Productions, LLC 700 Central Avenue Louisville, KY 40208	-					1,200.00
Sheet no. <u>14</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			18,546.91

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		Medical Treatment - Veterinarian				
Phil Tripp, DVM Box 145 Finchville, KY 40022	-					2,815.00
Account No.		Equine - General				
True Nicks LLC 3101 Beaumont Centre Cir Lexington, KY 40513	-					1,495.00
Account No.		Utility				
Verizon PO Box 4833 Trenton, NJ 08650-4833	-					440.13
Account No.		Utility				
Verizon Wireless P.O. Box 408 Newark, NJ 07101-0408	-					490.70
Account No.		Stud Fee and Boarding Fee				
Vessels Stallion Farm LLC Administration Office 5772 Camino Del Rey Bonsall, CA 92003	-					9,000.00
Sheet no. <u>15</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			14,240.83

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT ING ENT	UN LI QU IDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.		Promotions and Marketing				
Washington Thoroughbred Breeders & Owners Association PO Box 1499 Auburn, WA 98071-1499	-					4,280.04
Account No.		Equine - General				
Wavertree Stables 14850 West Highway 40 Ocala, FL 34481	-					2,288.00
Account No.		Legal				
White & Case LLP 1155 Avenue of the Americas New York, NY 10036-2787	-					150,000.00
Account No.		Equine - General				
Woodstead Farm 4840 State Highway 6 Chehalis, WA 98532	-					1,860.00
Account No.		Medical Treatment - Veterinarian				
Yarbrough & Rabenstein, DVM, PA P.O. Box 1429 Loxahatchee, FL 33470-1429	-					6,777.57
Sheet no. 16 of 17 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				165,205.61

In re **Zayat Stables, LLC**Case No. **10-13130 (DHS)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Young Equine Services Inc P.O. Box 64096 Lubbock, TX 79424	-	Equine - General				5,777.00
Account No.						
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>17</u> of <u>17</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			5,777.00
			Total (Report on Summary of Schedules)			1,898,625.21

In re

Zayat Stables, LLC

Case No. 10-13130 (DHS)

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

MSNW Continental Associates, LLC
1776 On the Green
67 Park Place East, 8th Floor
Morristown, NJ 07960

Lease Agreement for corporate headquarters at
401 Hackensack Avenue, Hackensack, New
Jersey, dated July 19, 2006.

In re

Zayat Stables, LLC

Case No. 10-13130 (DHS)

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Ahmed Zayat 569 Warwick Avenue Teaneck, NJ 07666	Fifth Third Bank 250 West Main Street Attn: Mr. Chad Lashbrook Lexington, KY 40507
Pioneer of the Nile, Ltd. 401 Hackensack Avenue Hackensack, NJ 07601	Fifth Third Bank 250 West Main Street Attn: Mr. Chad Lashbrook Lexington, KY 40507

United States Bankruptcy Court
District of New JerseyIn re Zayat Stables, LLC

Debtor(s)

Case No. 10-13130 (DHS)
Chapter 11**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Sole Member and Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 38 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date February 17, 2010Signature /s/ Ahmed Zayat**Ahmed Zayat**
Sole Member and Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of New Jersey

In re Zayat Stables, LLC

Debtor(s)

Case No.
Chapter

10-13130 (DHS)
11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$14,424,222.00	2007 Racing Income - \$6,234,057 Sale of Horses - \$8,190,165
\$18,741,314.00	2008 Racing/Claim Income - \$7,428,177 Sale of Horses - \$9,781,397 Sale of Breeding Rights - \$1,500,000 Breeders Awards - \$31,740
\$17,611,946.00	2009 Racing/Claim Income - \$6,647,427 Sale of Horses - \$10,964,519

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$371,946.00	2007 Insurance Proceeds - \$289,680 Miscellaneous - \$23,691 Interest Income - \$58,575.00
\$589,213.00	2008 Insurance Proceeds - \$500,000 Miscellaneous - \$60,985 Interest Income - \$28,228.00
\$3,418,444.00	2009 Insurance Proceeds - \$3,345,000 Miscellaneous - \$65,103 Interest Income - \$8,341.00

3. Payments to creditors

None *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See attached Schedule 2		\$7,898,909.71	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Sarah Amoyelle (Relative of Member) c/o Zayat Stables, LLC 401 Hackensack Avenue Hackensack, NJ 07601	See Question 23		

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Ahmed Zayat (Member) 569 Warwick Avenue Teaneck, NJ 07666	See Question 23		

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Fifth Third Bank v. Zayat Stables, LLC, Ahmed Zayat and Pioneer of the Nile, Ltd. Case No. 05:09-cv-401-KKC	Foreclosure and Appointment of a Receiver	United States District Court, Eastern District of Kentucky, Central Division at Lexington	Pending

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Cole, Schotz, Meisel, Forman & Leonard Court Plaza North 25 Main Street Hackensack, NJ 07602	January, 2010	\$474,746.34 (retainer) \$125,253.66 (prepetition services)
J.H. Cohn LLP 333 Thornall Street, 6th Floor Edison, NJ 08837	January, 2010	\$82,243.00 (retainer) \$67,757.00 (prepetition services)

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

The Green Group
Attn: James Benkoil
900 Route 9, 6th Fl.
Woodbridge, NJ 07095

DATES SERVICES RENDERED
2007 - Present

Rita Weingold
251 Richard Court
Pomona, NY 10970

2007 - Present

Ronald Williams
130 Belmont Street
Englewood, NJ 07631

2007 - Present

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS
See Question 19(a)

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
Fifth Third Bank
250 West Main Street
Attn: Mr. Chad Lashbrook
Lexington, KY 40507

DATE ISSUED
As of December 31, 2007, as of December 31, 2008, as of June 30, 2009 and as of September 30, 2009.

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.		
NAME AND ADDRESS Ahmed Zayat 569 Warwick Avenue Teaneck, NJ 07666	TITLE Sole Member and Officer	NATURE AND PERCENTAGE OF STOCK OWNERSHIP 100% (Limited Liability Company)

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.		

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR Ahmed Zayat (Member) 569 Warwick Avenue Teaneck, NJ 07666	DATE AND PURPOSE OF WITHDRAWAL Monthly Payroll - \$54,166.67	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY \$650,000.04
Ahmed Zayat (Member) 569 Warwick Avenue Teaneck, NJ 07666	Net Withdrawals against Capital (See attached Schedule 3 for detail)	\$692,820.00
Sarah Amoyelle (Relative of Member) c/o Zayat Stables LLC 401 Hackensack Avenue Hackensack, NJ 07601	7/1/2009 Distribution	\$2,500.00
Sarah Amoyelle (Relative of Member) c/o Zayat Stables, LLC 401 Hackensack Avenue Hackensack, NJ 07601	12/29/2009 Distribution	\$10,000.00

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date February 17, 2010

Signature /s/ Ahmed Zayat
Ahmed Zayat
Sole Member and Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Nov. 5, 2009 - Feb. 3, 2010

Bank	Date	Num	Name	Amount
Bank of America	11/10/2009	5908	Adena Springs	-143,100.00
			Adena Springs Total	-143,100.00
Bank of America	01/22/2010	6107	Agent for Service of Process in CA, Inc.	-100.00
			Agent for Service of Process in CA, Inc. Total	-100.00
Bank of America	12/04/2009	6015	Alamo Pintado Equine Medical Center	-3,471.00
			Alamo Pintado Equine Medical Center Total	-3,471.00
Bank of America	11/13/2009	TP11/13/09	American Express	-2,973.46
Bank of America	12/15/2009	TP12/15/09	American Express	-60,374.07
Bank of America	01/13/2010	TP01/13/10	American Express	-3,120.44
Bank of America	02/02/2010	TP02/02/10	American Express	-45,429.38
			American Express Total	-111,897.35
Bank of America	02/01/2010	WT02/01/10	American Horse Transportation LLC	-1,231.00
			American Horse Transportation LLC Total	-1,231.00
Bank of America	12/04/2009	6016	American Veterinary Services Inc.	-107.00
Bank of America	01/22/2010	6108	American Veterinary Services Inc.	-107.00
			American Veterinary Services Inc. Total	-214.00
Bank of America	12/04/2009	6000	Apollo Limousine Service	-2,304.90
Bank of America	01/06/2010	6092	Apollo Limousine Service	-500.17
Bank of America	01/22/2010	6109	Apollo Limousine Service	-1,320.90
			Apollo Limousine Service Total	-4,125.97
Bank of America	01/22/2010	6110	Applebite Farms	-1,598.05
			Applebite Farms Total	-1,598.05
Bank of America	12/04/2009	6017	April M. Reid, DVM	-85.00
Bank of America	01/22/2010	6111	April M. Reid, DVM	-85.00
			April M. Reid, DVM Total	-170.00
Bank of America	12/04/2009	5974	Asmussen Racing Stables	-1,760.00
			Asmussen Racing Stables Total	-1,760.00
Bank of America	11/30/2009		Bank of America	-25.10
			Bank of America Total	-25.10
Bank of America	11/17/2009	WT11/17/09	Bank Of America NA	-100,000.00
Bank of America	11/25/2009	WT11/25/09	Bank Of America NA	-200,000.00
			Bank Of America NA Total	-300,000.00
Bank of America	12/31/2009	WT12/31/09	Barclaycard	-24.66
			Barclaycard Total	-24.66
Bank of America	12/04/2009	6018	Baronne Veterinary Clinic, Inc.	-2,925.50
			Baronne Veterinary Clinic, Inc. Total	-2,925.50
Bank of America	12/04/2009	5975	Bliss Canyon Investments, Inc.	-3,997.00

Nov. 5, 2009 - Feb. 3, 2010

Bank	Date	Num	Name	Amount
Bank of America	01/22/2010	6112	Bliss Canyon Investments, Inc.	-7,718.00
			Bliss Canyon Investments, Inc. Total	-11,715.00
Bank of America	12/04/2009	5976	Bob Baffert Racing Stables, Inc.	-46,373.86
Bank of America	01/29/2010	WT01/29/101	Bob Baffert Racing Stables, Inc.	-45,000.00
			Bob Baffert Racing Stables, Inc. Total	-91,373.86
Bank of America	12/04/2009	6001	Bob Coglianese Photos, Inc.	-428.00
			Bob Coglianese Photos, Inc. Total	-428.00
Bank of America	12/04/2009	6019	Bob Hubbard Horse Transportation, Inc.	-1,056.00
Bank of America	01/25/2010	6127	Bob Hubbard Horse Transportation, Inc.	-1,975.00
			Bob Hubbard Horse Transportation, Inc. Total	-3,031.00
Bank of America	12/04/2009	5977	Bonnie Acres Ranch	-8,347.30
Bank of America	01/06/2010	6093	Bonnie Acres Ranch	-6,597.90
Bank of America	01/22/2010	6113	Bonnie Acres Ranch	-4,473.54
			Bonnie Acres Ranch Total	-19,418.74
Bank of America	12/04/2009	6020	Boothwyn Pharmacy, Inc.	-7,440.00
Bank of America	01/25/2010	6128	Boothwyn Pharmacy, Inc.	0.00
Bank of America	01/26/2010	6211	Boothwyn Pharmacy, Inc.	-6,740.00
			Boothwyn Pharmacy, Inc. Total	-14,180.00
Bank of America	01/22/2010	6114	Brandli & Babcock, Inc. PS	-208.50
			Brandli & Babcock, Inc. PS Total	-208.50
Bank of America	11/16/2009	5968	Brett St. Amand	-5,000.00
Bank of America	11/24/2009	5971	Brett St. Amand	-610.99
Bank of America	12/04/2009	6075	Brett St. Amand	-436.36
Bank of America	12/17/2009	6080	Brett St. Amand	-1,000.00
Bank of America	01/25/2010	6126	Brett St. Amand	-1,100.00
			Brett St. Amand Total	-8,147.35
Bank of America	12/04/2009	6002	Brisnet.com	-150.00
Bank of America	01/22/2010	6115	Brisnet.com	-150.00
Bank of America	01/25/2010	6204	Brisnet.com	-300.00
			Brisnet.com Total	-600.00
Bank of America	11/05/2009	5902	Brook Ledge Inc	-8,281.37
Bank of America	12/04/2009	6021	Brook Ledge Inc	-15,085.62
Bank of America	02/02/2010	WT02/02/10	Brook Ledge Inc	-30,000.00
			Brook Ledge Inc Total	-53,366.99
Bank of America	12/03/2009	TP12/03/09	Business Card-Bank of America	-5,079.57
Bank of America	12/29/2009	TP12/29/09	Business Card-Bank of America	-2,157.95
Bank of America	01/22/2010	TP01/22/10	Business Card-Bank of America	-6,034.67
			Business Card-Bank of America Total	-13,272.19
Bank of America	12/04/2009	6003	Cablevision Lightpath, Inc.	-844.59

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Bank	Date	Num	Name	Amount
Bank of America	01/06/2010	6094	Cablevision Lightpath, Inc.	-839.35
			Cablevision Lightpath, Inc. Total	-1,683.94
Bank of America	12/07/2009	6076	Calvary Veterinary Ultrasound, PC	-235.00
Bank of America	01/22/2010	6116	Calvary Veterinary Ultrasound, PC	-235.00
			Calvary Veterinary Ultrasound, PC Total	-470.00
Bank of America	12/04/2009	6004	Campbell Enterprises	-1,208.00
			Campbell Enterprises Total	-1,208.00
Bank of America	01/22/2010	6117	Cascade West Veterinary Hospital ,LLP	-136.60
			Cascade West Veterinary Hospital ,LLP Total	-136.60
Bank of America	12/04/2009	6064	CASH	-500.00
Bank of America	01/26/2010	6225	CASH	-300.00
			CASH Total	-800.00
Bank of America	12/04/2009	5978	Chad Brown	-8,911.00
Bank of America	01/29/2010	WT01/29/102	Chad Brown	-10,000.00
			Chad Brown Total	-18,911.00
Bank of America	11/10/2009	5909	Churchill Downs Incorporated	-1,000.00
			Churchill Downs Incorporated Total	-1,000.00
Bank of America	01/13/2010	W/T011310	Cole,Schotz,Meisel,Forman & Leonard,PA	-100,000.00
Bank of America	01/15/2010	WT01/15/10	Cole,Schotz,Meisel,Forman & Leonard,PA	-450,000.00
Bank of America	02/02/2010	WT02/02/10	Cole,Schotz,Meisel,Forman & Leonard,PA	-50,000.00
			Cole,Schotz,Meisel,Forman & Leonard,PA Total	-600,000.00
Bank of America	12/04/2009	5979	ColeBrook Farms	-8,797.41
Bank of America	01/06/2010	6095	ColeBrook Farms	-4,032.00
Bank of America	01/22/2010	6118	ColeBrook Farms	-4,194.75
			ColeBrook Farms Total	-17,024.16
Bank of America	01/20/2010	WT01/20/10	Coolmore Stud	-22,753.33
			Coolmore Stud Total	-22,753.33
Bank of America	01/22/2010	6119	Corporation Service Company	-356.00
			Corporation Service Company Total	-356.00
Bank of America	12/04/2009	6022	Daryl G. Easley, DVM, PLLC	-421.84
Bank of America	01/25/2010	6129	Daryl G. Easley, DVM, PLLC	-1,032.79
			Daryl G. Easley, DVM, PLLC Total	-1,454.63
Bank of America	12/04/2009	6023	David Chase Horse Transportation	-300.00
Bank of America	01/26/2010	6226	David Chase Horse Transportation	-300.00
			David Chase Horse Transportation Total	-600.00
Bank of America	12/04/2009	6005	Deer Park	-38.82
Bank of America	01/06/2010	6096	Deer Park	-30.33
			Deer Park Total	-69.15
Bank of America	12/04/2009	6024	Donald J. Baker, D.V.M., C.A.	-70.00

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Bank	Date	Num	Name	Amount
Bank of America	01/22/2010	6120	Donald J. Baker, D.V.M., C.A.	-70.00
			Donald J. Baker, D.V.M., C.A. Total	-140.00
Bank of America	01/25/2010	6130	Dr William Isomoto	-596.80
			Dr William Isomoto Total	-596.80
Bank of America	12/04/2009	6025	Dr. Michael E. Steppe & Associates	-2,445.00
Bank of America	01/25/2010	6131	Dr. Michael E. Steppe & Associates	-589.50
Bank of America	01/25/2010	6205	Dr. Michael E. Steppe & Associates	0.00
			Dr. Michael E. Steppe & Associates Total	-3,034.50
Bank of America	12/04/2009	5980	Dutrow Thoroughbred Enterprises, Inc.	-21,655.00
Bank of America	01/29/2010	WT01/29/103	Dutrow Thoroughbred Enterprises, Inc.	-20,000.00
			Dutrow Thoroughbred Enterprises, Inc. Total	-41,655.00
Bank of America	12/04/2009	6026	Eastern Thouroughbred Racing Assoc.	-40.00
Bank of America	01/25/2010	6132	Eastern Thouroughbred Racing Assoc.	-154.00
			Eastern Thouroughbred Racing Assoc. Total	-194.00
Bank of America	12/04/2009	5981	Eaton Farm	-671.36
			Eaton Farm Total	-671.36
Bank of America	01/25/2010	6206	Eaton Sales, LLC	-36,432.57
			Eaton Sales, LLC Total	-36,432.57
Bank of America	12/04/2009	5982	EQB	-12,936.90
Bank of America	01/06/2010	6097	EQB	-8,173.94
Bank of America	01/22/2010	6121	EQB	-7,375.58
			EQB Total	-28,486.42
Bank of America	11/10/2009	5910	Equine Medical and Surgical Group	-35,777.50
Bank of America	12/04/2009	6028	Equine Medical and Surgical Group	-15,832.61
Bank of America	01/25/2010	6134	Equine Medical and Surgical Group	-15,832.61
			Equine Medical and Surgical Group Total	-67,442.72
Bank of America	11/10/2009	5911	Equine Medical Center (CA)	-24,821.12
Bank of America	12/04/2009	6029	Equine Medical Center (CA)	-6,435.69
Bank of America	01/25/2010	6135	Equine Medical Center (CA)	-5,825.46
			Equine Medical Center (CA) Total	-37,082.27
Bank of America	12/04/2009	6030	Equine Medical Center of Ocala, FL	-92.75
Bank of America	01/25/2010	6136	Equine Medical Center of Ocala, FL	-298.00
			Equine Medical Center of Ocala, FL Total	-390.75
Bank of America	11/10/2009	5912	Equine Medicine & Surgery	-8,885.90
Bank of America	12/04/2009	6031	Equine Medicine & Surgery	-8,249.12
Bank of America	01/25/2010	6137	Equine Medicine & Surgery	-10,264.80
			Equine Medicine & Surgery Total	-27,399.82
Bank of America	11/10/2009	5913	Equine Therapy 502 Inc.	-420.00
Bank of America	01/25/2010	6138	Equine Therapy 502 Inc.	0.00

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Bank	Date	Num	Name	Amount
Bank of America	01/26/2010	6212	Equine Therapy 502 Inc.	-1,540.00
			Equine Therapy 502 Inc. Total	-1,960.00
Bank of America	01/25/2010	6139	Equine Veterinary Associates	-187.00
			Equine Veterinary Associates Total	-187.00
Bank of America	11/10/2009	5917	Equine Veterinary Practice, LLC	-944.00
			Equine Veterinary Practice, LLC Total	-944.00
Bank of America	11/10/2009	5914	Equine Veterinary Service	-130.00
			Equine Veterinary Service Total	-130.00
Bank of America	12/04/2009	6006	Equi-Photo, Inc	-525.00
			Equi-Photo, Inc Total	-525.00
Bank of America	12/04/2009	6027	Equi-Vet., LLC	-506.00
Bank of America	01/25/2010	6210	Equi-Vet., LLC	-1,938.50
Bank of America	01/25/2010	6133	Equi-Vet., LLC	-506.00
			Equi-Vet., LLC Total	-2,950.50
Bank of America	11/10/2009	5915	F.P. Sprinkle MS DVM PSC	-23.50
			F.P. Sprinkle MS DVM PSC Total	-23.50
Cash/Fifth Third Bank	11/12/2009	DM11/12/09	Fifth Third Bank	-169.39
Cash/Fifth Third Bank	11/16/2009	DM11/16/09	Fifth Third Bank	-1,300,000.00
Cash/Fifth Third Bank - Savings	11/30/2009	DM11/12/09	Fifth Third Bank	-18.33
Cash/Fifth Third Bank	11/13/2009		Fifth Third Bank	-1,950,000.00
			Fifth Third Bank Total	-3,250,187.72
Bank of America	11/10/2009	5916	Finchville Animal Hospital, PLLC	-165.00
Bank of America	01/25/2010	6140	Finchville Animal Hospital, PLLC	-197.00
			Finchville Animal Hospital, PLLC Total	-362.00
Bank of America	01/25/2010	6141	FloridaThouroughbredBreeders'&OwnersAssoc	-50.00
			FloridaThouroughbredBreeders'&OwnersAssoc Total	-50.00
Bank of America	01/12/2010	6104	Frost Brown Todd, LLC	-35,000.00
			Frost Brown Todd, LLC Total	-35,000.00
Bank of America	11/10/2009	5918	Gilman & Associates DVM's PC	-4,507.04
Bank of America	12/04/2009	6032	Gilman & Associates DVM's PC	-1,671.70
Bank of America	01/25/2010	6207	Gilman & Associates DVM's PC	-1,671.70
			Gilman & Associates DVM's PC Total	-7,850.44
Bank of America	01/25/2010	6201	Gregory J. Bennett, D.V.M	-370.00
			Gregory J. Bennett, D.V.M Total	-370.00
Bank of America	12/01/2009	5972	Guardian	-573.24
Bank of America	12/18/2009	6084	Guardian	-573.24
Bank of America	01/22/2010	6122	Guardian	-573.24
			Guardian Total	-1,719.72
Bank of America	12/04/2009	6007	Gulfstream Travel	-1,640.00

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Bank	Date	Num	Name	Amount
			Gulfstream Travel Total	-1,640.00
Bank of America	11/05/2009	5903	H.E. Sutton Forwarding Co., LLC	-36,754.17
Bank of America	12/04/2009	6033	H.E. Sutton Forwarding Co., LLC	-28,827.75
Bank of America	01/25/2010	6142	H.E. Sutton Forwarding Co., LLC	0.00
Bank of America	01/26/2010	6213	H.E. Sutton Forwarding Co., LLC	-39,219.00
			H.E. Sutton Forwarding Co., LLC Total	-104,800.92
Bank of America	11/10/2009	5919	Hagyard Equine Medical Institute	-59.00
Bank of America	12/04/2009	6034	Hagyard Equine Medical Institute	-11.50
Bank of America	01/25/2010	6143	Hagyard Equine Medical Institute	-11.50
			Hagyard Equine Medical Institute Total	-82.00
Bank of America	12/01/2009	5973	Health Net Life Insurance Co.	-7,409.63
Bank of America	12/18/2009	6085	Health Net Life Insurance Co.	-7,408.92
Bank of America	01/22/2010	6123	Health Net Life Insurance Co.	-7,408.92
			Health Net Life Insurance Co. Total	-22,227.47
Bank of America	12/04/2009	5983	Hill 'N' Dale Farm - KY	-5,981.40
Bank of America	01/25/2010	6144	Hill 'N' Dale Farm - KY	0.00
Bank of America	01/26/2010	6214	Hill 'N' Dale Farm - KY	-5,540.00
			Hill 'N' Dale Farm - KY Total	-11,521.40
Bank of America	12/04/2009	5984	Hill 'N' Dale Farms-CAN	-6,033.11
Bank of America	01/25/2010	6145	Hill 'N' Dale Farms-CAN	-8,141.22
			Hill 'N' Dale Farms-CAN Total	-14,174.33
Bank of America	11/10/2009	5920	Honor Roll Racing	-1,275.36
			Honor Roll Racing Total	-1,275.36
Bank of America	12/17/2009	6081	Indiana Stallion Station LLC	-1,200.00
Bank of America	01/25/2010	6146	Indiana Stallion Station LLC	-1,200.00
			Indiana Stallion Station LLC Total	-2,400.00
Bank of America	12/04/2009	6035	Infield Equine	-247.51
Bank of America	01/25/2010	6147	Infield Equine	-344.89
			Infield Equine Total	-592.40
Bank of America	11/10/2009	5921	International Horse Transport Ltd.	-152.26
Bank of America	12/04/2009	6036	International Horse Transport Ltd.	-3,088.00
Bank of America	01/25/2010	6209	International Horse Transport Ltd.	-4,704.00
			International Horse Transport Ltd. Total	-7,944.26
Bank of America	11/10/2009	5922	J.C. Prendergast, DVM	-285.33
Bank of America	12/04/2009	6037	J.C. Prendergast, DVM	-32.66
Bank of America	01/25/2010	6148	J.C. Prendergast, DVM	-32.66
			J.C. Prendergast, DVM Total	-350.65
Bank of America	01/15/2010	WT01/15/10	J.H. Cohn LLP	-100,000.00
Bank of America	02/02/2010	WT02/02/10	J.H. Cohn LLP	-50,000.00

90 Day Payments
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Bank	Date	Num	Name	Amount
			J.H. Cohn LLP Total	
Bank of America	11/10/2009	5923	James C. Hunt, Jr., DVM & Assocs. PC	-150,000.00
Bank of America	12/04/2009	6038	James C. Hunt, Jr., DVM & Assocs. PC	-13,755.82
Bank of America	02/02/2010	WT02/02/10	James C. Hunt, Jr., DVM & Assocs. PC	-24,112.00
			James C. Hunt, Jr., DVM & Assocs. PC Total	-20,000.00
				-57,867.82
Bank of America	11/10/2009	5924	James D. Kenney D.V.M	-500.00
Bank of America	12/04/2009	6039	James D. Kenney D.V.M	-200.00
Bank of America	01/25/2010	6149	James D. Kenney D.V.M	0.00
Bank of America	01/26/2010	6215	James D. Kenney D.V.M	-600.00
			James D. Kenney D.V.M Total	-1,300.00
Bank of America	12/04/2009	6008	Javier Castellano	-505.00
			Javier Castellano Total	-505.00
Bank of America	12/04/2009	6009	Jim Lisa Photos, Inc.	-100.00
Bank of America	01/25/2010	6150	Jim Lisa Photos, Inc.	-100.00
			Jim Lisa Photos, Inc. Total	-200.00
Bank of America	11/10/2009	5925	Joanie Field Horse Transportation	-75.00
Bank of America	01/25/2010	6151	Joanie Field Horse Transportation	-175.00
			Joanie Field Horse Transportation Total	-250.00
Bank of America	12/11/2009	WT12/11/09	Joey Bodner	-462,637.50
			Joey Bodner Total	-462,637.50
Bank of America	11/10/2009	5926	John C. Murphy D.V.M.	-340.00
Bank of America	12/04/2009	6040	John C. Murphy D.V.M.	-209.00
Bank of America	01/25/2010	6152	John C. Murphy D.V.M.	-555.00
			John C. Murphy D.V.M. Total	-1,104.00
Bank of America	11/10/2009	5927	Joseph F. Migliacci, DVM, PA	-7,635.00
Bank of America	12/04/2009	6041	Joseph F. Migliacci, DVM, PA	-2,640.50
Bank of America	01/25/2010	6153	Joseph F. Migliacci, DVM, PA	0.00
Bank of America	01/26/2010	6216	Joseph F. Migliacci, DVM, PA	-6,697.65
			Joseph F. Migliacci, DVM, PA Total	-16,973.15
Bank of America	11/10/2009	5928	Juan Carlos Sambrano	-440.00
Bank of America	12/04/2009	6042	Juan Carlos Sambrano	-420.00
Bank of America	01/25/2010	6154	Juan Carlos Sambrano	-930.00
			Juan Carlos Sambrano Total	-1,790.00
Bank of America	11/10/2009	5929	Katherine A. Stewart, DVM Inc.	-3,923.65
Bank of America	12/04/2009	6043	Katherine A. Stewart, DVM Inc.	-1,949.16
Bank of America	01/22/2010	6125	Katherine A. Stewart, DVM Inc.	-3,988.58
			Katherine A. Stewart, DVM Inc. Total	-9,861.39
Bank of America	11/10/2009	5930	KC Horse Transport (Calif)	-265.00
Bank of America	01/25/2010	6155	KC Horse Transport (Calif)	-305.00

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Bank	Date	Num	Name	Amount
			KC Horse Transport (Calif) Total	-570.00
Bank of America	11/10/2009	5931	KDS Horse Transportation	-2,430.00
Bank of America	12/04/2009	6044	KDS Horse Transportation	0.00
Bank of America	12/07/2009	6077	KDS Horse Transportation	-3,016.00
Bank of America	01/25/2010	6208	KDS Horse Transportation	-7,094.00
Bank of America	01/25/2010	6156	KDS Horse Transportation	-4,255.00
			KDS Horse Transportation Total	-16,795.00
Bank of America	12/04/2009	6045	Keeneland Association, Inc.	-45.00
			Keeneland Association, Inc. Total	-45.00
Bank of America	12/04/2009	6010	Kentucky Thoroughbred Assoc, Inc.	-100.00
			Kentucky Thoroughbred Assoc, Inc. Total	-100.00
Bank of America	12/04/2009	5985	Kirk Horse Insurance, LLC	0.00
Bank of America	12/24/2009	6088	Kirk Horse Insurance, LLC	-174,841.00
			Kirk Horse Insurance, LLC Total	-174,841.00
Bank of America	11/10/2009	5932	Kurn Horse Transport, Inc.	-650.00
			Kurn Horse Transport, Inc. Total	-650.00
Bank of America	11/10/2009	5933	LaCroix Rehab / Lay Up, LLC	-462.50
Bank of America	12/04/2009	6046	LaCroix Rehab / Lay Up, LLC	-380.00
Bank of America	01/25/2010	6157	LaCroix Rehab / Lay Up, LLC	-380.00
			LaCroix Rehab / Lay Up, LLC Total	-1,222.50
Bank of America	11/10/2009	5934	Liam P. Clerkin	-39.75
Bank of America	12/04/2009	6047	Liam P. Clerkin	-72.75
Bank of America	01/25/2010	6158	Liam P. Clerkin	-515.75
			Liam P. Clerkin Total	-628.25
Bank of America	11/10/2009	5935	Linda Nalls, RN,ESMT	-75.00
			Linda Nalls, RN,ESMT Total	-75.00
Bank of America	12/04/2009	5986	M.C. Sedlacek Racing Stable	-2,207.00
Bank of America	01/29/2010	WT01/29/106	M.C. Sedlacek Racing Stable	-8,000.00
			M.C. Sedlacek Racing Stable Total	-10,207.00
Bank of America	11/10/2009	5936	M.W. Cheney D.V.M.,PA	-3,445.00
Bank of America	01/25/2010	6159	M.W. Cheney D.V.M.,PA	-350.00
			M.W. Cheney D.V.M.,PA Total	-3,795.00
Bank of America	12/04/2009	6048	Maria L. Lewis, V.M.D.	-225.00
Bank of America	01/25/2010	6160	Maria L. Lewis, V.M.D.	-225.00
			Maria L. Lewis, V.M.D. Total	-450.00
Bank of America	11/10/2009	5937	Marvin J. Cain DVM	-455.00
Bank of America	01/25/2010	6161	Marvin J. Cain DVM	-65.00
			Marvin J. Cain DVM Total	-520.00
Bank of America	11/10/2009	5938	Maryland Veterinary Group, LLC	-142.00

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Bank	Date	Num	Name	Amount
			Maryland Veterinary Group, LLC Total	-142.00
Bank of America	11/19/2009	5969	McKathan Bros. Training Center	-77,030.00
Bank of America	12/21/2009	6087	McKathan Bros. Training Center	-73,475.00
Bank of America	01/21/2010	6106	McKathan Bros. Training Center	-79,060.00
			McKathan Bros. Training Center Total	-229,565.00
Bank of America	11/10/2009	5940	McMartin and Associates	-7,789.05
Bank of America	12/04/2009	6049	McMartin and Associates	-5,682.82
Bank of America	01/25/2010	6162	McMartin and Associates	-5,682.82
			McMartin and Associates Total	-19,154.69
Bank of America	11/10/2009	5939	Melinda J. Blue D.V.M;MS,Inc	-14,422.18
Bank of America	12/04/2009	6050	Melinda J. Blue D.V.M;MS,Inc	-2,194.62
Bank of America	01/25/2010	6163	Melinda J. Blue D.V.M;MS,Inc	-2,457.12
			Melinda J. Blue D.V.M;MS,Inc Total	-19,073.92
Bank of America	01/29/2010	WT01/29/104	Michael Chambers Racing Stables, Inc.	-3,125.00
			Michael Chambers Racing Stables, Inc. Total	-3,125.00
Bank of America	12/04/2009	5987	Mike R. Mitchell Racing Stable	-35,649.00
Bank of America	01/06/2010	6098	Mike R. Mitchell Racing Stable	-43,520.90
Bank of America	01/29/2010	WT01/29/105	Mike R. Mitchell Racing Stable	-50,000.00
			Mike R. Mitchell Racing Stable Total	-129,169.90
Bank of America	12/04/2009	5988	Mott Thoroughbred Stable	0.00
			Mott Thoroughbred Stable Total	0.00
Bank of America	12/04/2009	6011	MSNW Continental Associates LLC	-11,024.63
Bank of America	12/18/2009	6086	MSNW Continental Associates LLC	-10,935.93
Bank of America	01/22/2010	6124	MSNW Continental Associates LLC	-10,935.93
			MSNW Continental Associates LLC Total	-32,896.49
Bank of America	01/25/2010	6164	Nan Miller	-100.00
			Nan Miller Total	-100.00
Bank of America	11/10/2009	5941	Nancy A Buonpane, D.V.M.	-405.00
Bank of America	01/25/2010	6165	Nancy A Buonpane, D.V.M.	-135.00
			Nancy A Buonpane, D.V.M. Total	-540.00
Bank of America	01/25/2010	6166	New Jersey Equine Clinic	-1,925.00
			New Jersey Equine Clinic Total	-1,925.00
Bank of America	12/04/2009	5989	Nicholas P. Zito Racing Stables, Inc.	-35,774.00
Bank of America	01/06/2010	6099	Nicholas P. Zito Racing Stables, Inc.	-41,273.00
Bank of America	01/29/2010	WT01/29/107	Nicholas P. Zito Racing Stables, Inc.	-45,000.00
			Nicholas P. Zito Racing Stables, Inc. Total	-122,047.00
Bank of America	11/20/2009	5970	NJAW	-25,000.00
Bank of America	12/30/2009	6089	NJAW	-25,000.00
			NJAW Total	-50,000.00

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Bank	Date	Num	Name	Amount
Bank of America	01/06/2010	6100	Noah's Ark	-76.06
			Noah's Ark Total	-76.06
Bank of America	11/10/2009	5942	North Atlantic Equine Associates, PA	-602.00
Bank of America	12/04/2009	6051	North Atlantic Equine Associates, PA	-23.36
Bank of America	01/25/2010	6167	North Atlantic Equine Associates, PA	-118.36
			North Atlantic Equine Associates, PA Total	-743.72
Bank of America	12/04/2009	6052	Northwest Racing Associates	-500.00
Bank of America	01/25/2010	6168	Northwest Racing Associates	-500.00
			Northwest Racing Associates Total	-1,000.00
Bank of America	11/10/2009	5943	O'Brien Veterinary Hospital	-20.00
			O'Brien Veterinary Hospital Total	-20.00
Bank of America	12/04/2009	6053	Ocala Equine Hospital, P.A.	-72.00
Bank of America	01/25/2010	6169	Ocala Equine Hospital, P.A.	-72.00
			Ocala Equine Hospital, P.A. Total	-144.00
Bank of America	12/04/2009	6012	Office Concepts Group	-186.20
Bank of America	01/06/2010	6101	Office Concepts Group	-35.30
			Office Concepts Group Total	-221.50
Bank of America	12/02/2009	WT12/02/09	Over View Farm	-7,252.00
Bank of America	12/30/2009	WT12/30/09	Over View Farm	-6,287.00
Bank of America	01/25/2010	WT01/25/10	Over View Farm	-4,830.00
			Over View Farm Total	-18,369.00
Bank of America	11/27/2009	PR12/01/091	PayServ Corporation	-60,724.25
Bank of America	11/27/2009	PR12/01/092	PayServ Corporation	-2,017.16
Bank of America	12/29/2009	PR12/31/091	PayServ Corporation	-60,657.88
Bank of America	12/29/2009	PR12/31/092	PayServ Corporation	-2,028.34
Bank of America	01/28/2010	PR02/01/101	PayServ Corporation	-67,496.70
Bank of America	01/28/2010	PR02/01/102	PayServ Corporation	-1,759.43
			PayServ Corporation Total	-194,683.76
Bank of America	12/04/2009	5990	Payton Traning Center	-5,166.00
Bank of America	01/25/2010	6170	Payton Traning Center	0.00
Bank of America	01/26/2010	6217	Payton Traning Center	-4,075.00
			Payton Traning Center Total	-9,241.00
Bank of America	11/10/2009	5944	Pegasoos, Inc	-980.00
Bank of America	12/04/2009	6054	Pegasoos, Inc	-910.00
Bank of America	01/25/2010	6171	Pegasoos, Inc	0.00
Bank of America	01/26/2010	6218	Pegasoos, Inc	-910.00

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Bank	Date	Num	Name	Amount
			Pegasoos, Inc Total	-2,800.00
Bank of America	12/04/2009	6055	Perfecting Fluid Motion LLC	-110.00
Bank of America	01/25/2010	6172	Perfecting Fluid Motion LLC	-330.00
			Perfecting Fluid Motion LLC Total	-440.00
Bank of America	11/10/2009	5945	Peter Blauner, V.M.D , P.C.	-1,550.00
			Peter Blauner, V.M.D , P.C. Total	-1,550.00
Bank of America	11/10/2009	5946	Peterson & Smith Equine Hospital	-276.25
Bank of America	12/04/2009	6056	Peterson & Smith Equine Hospital	-4,690.80
Bank of America	01/25/2010	6202	Peterson & Smith Equine Hospital	0.00
Bank of America	01/26/2010	6219	Peterson & Smith Equine Hospital	-4,690.80
			Peterson & Smith Equine Hospital Total	-9,657.85
Bank of America	11/10/2009	5947	Phil Tripp, DVM	-247.00
Bank of America	12/04/2009	6057	Phil Tripp, DVM	-2,700.50
Bank of America	01/25/2010	6173	Phil Tripp, DVM	-2,700.50
			Phil Tripp, DVM Total	-5,648.00
Bank of America	11/10/2009	5948	PS Horse Transportation, Inc	-3,000.00
Bank of America	12/04/2009	6058	PS Horse Transportation, Inc	-2,250.00
Bank of America	01/25/2010	6174	PS Horse Transportation, Inc	-2,250.00
			PS Horse Transportation, Inc Total	-7,500.00
Bank of America	11/10/2009	5949	R. Andrews, VMD, PC	-1,299.00
Bank of America	12/04/2009	6059	R. Andrews, VMD, PC	-766.00
Bank of America	01/25/2010	6175	R. Andrews, VMD, PC	-1,663.50
			R. Andrews, VMD, PC Total	-3,728.50
Bank of America	11/10/2009	5950	R.A. Fischer, D.V.M.	-1,905.50
Bank of America	12/04/2009	6060	R.A. Fischer, D.V.M.	-436.00
Bank of America	01/25/2010	6176	R.A. Fischer, D.V.M.	-2,076.40
			R.A. Fischer, D.V.M. Total	-4,417.90
Bank of America	01/25/2010	6177	Race For Education, Inc.	-550.00
			Race For Education, Inc. Total	-550.00
Bank of America	12/04/2009	6061	Racehorse Transportation, Inc.	-239.00
Bank of America	01/25/2010	6178	Racehorse Transportation, Inc.	-239.00
			Racehorse Transportation, Inc. Total	-478.00
Bank of America	01/25/2010	6179	Ranch Runners Ltd. Inc.	-590.00
			Ranch Runners Ltd. Inc. Total	-590.00
Bank of America	11/10/2009	5951	Renee D. Nodine, VMD	-1,668.00
Bank of America	12/04/2009	6062	Renee D. Nodine, VMD	-767.00
Bank of America	01/25/2010	6180	Renee D. Nodine, VMD	0.00
Bank of America	01/26/2010	6220	Renee D. Nodine, VMD	-940.00
			Renee D. Nodine, VMD Total	-3,375.00

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Bank	Date	Num	Name	Amount
Bank of America	12/11/2009	6078	Rita Weingold	-1,000.00
Bank of America	12/18/2009	6082	Rita Weingold	-11,567.25
Bank of America	01/04/2010	6090	Rita Weingold	-9,500.00
			Rita Weingold Total	-22,067.25
Bank of America	12/04/2009	5991	Robert Scanlon Training Center, Inc.	-1,197.50
Bank of America	01/25/2010	6181	Robert Scanlon Training Center, Inc.	-2,260.00
			Robert Scanlon Training Center, Inc. Total	-3,457.50
Bank of America	01/25/2010	6182	Roger B. Clymans, V.M.D., P.C.	-282.00
			Roger B. Clymans, V.M.D., P.C. Total	-282.00
Bank of America	12/18/2009	6083	Ronald Williams	-4,034.32
Bank of America	01/04/2010	6091	Ronald Williams	-9,500.00
			Ronald Williams Total	-13,534.32
Bank of America	11/05/2009	5904	Rood & Riddle Equine Hospital	-8,256.03
Bank of America	12/04/2009	6063	Rood & Riddle Equine Hospital	-3,433.50
			Rood & Riddle Equine Hospital Total	-11,689.53
Bank of America	11/10/2009	5952	Ross A. Fischer, M DVM	-85.00
Bank of America	01/25/2010	6183	Ross A. Fischer, M DVM	-105.00
			Ross A. Fischer, M DVM Total	-190.00
Bank of America	11/05/2009	5905	Sallee Horse Vans, Inc.	-14,697.65
Bank of America	12/04/2009	6065	Sallee Horse Vans, Inc.	-10,457.86
Bank of America	01/22/2010	WT01/22/10	Sallee Horse Vans, Inc.	-20,967.54
			Sallee Horse Vans, Inc. Total	-46,123.05
Bank of America	11/10/2009	5953	San Francisco Equine Inc.	-661.70
Bank of America	12/04/2009	6066	San Francisco Equine Inc.	-482.00
Bank of America	01/25/2010	6184	San Francisco Equine Inc.	-1,265.58
			San Francisco Equine Inc. Total	-2,409.28
Bank of America	12/29/2009	WT12/29/09	Sarah Amoyelle	-10,000.00
			Sarah Amoyelle Total	-10,000.00
Bank of America	01/25/2010	6185	Sorum Veterinary Services Inc.	-564.00
			Sorum Veterinary Services Inc. Total	-564.00
Bank of America	11/10/2009	5954	Southern California Equine Foundation, In	-789.89
			Southern California Equine Foundation, In Total	-789.89
Bank of America	11/10/2009	5955	Stephen Carr, D.V.M.	-84.00
Bank of America	12/04/2009	6067	Stephen Carr, D.V.M.	-2,039.00
Bank of America	01/25/2010	6186	Stephen Carr, D.V.M.	-2,640.00
			Stephen Carr, D.V.M. Total	-4,763.00
Bank of America	11/05/2009	5907	Stephen J. Selway, D.V.M. Inc.	-43,409.92
Bank of America	11/05/2009	5906	Stephen J. Selway, D.V.M. Inc.	-13,056.00
Bank of America	01/25/2010	6187	Stephen J. Selway, D.V.M. Inc.	-12,056.00

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Bank	Date	Num	Name	Amount
Bank of America	12/04/2009	5992	Stephen J. Selway, D.V.M. Inc. Total	-68,521.92
Bank of America	01/29/2010	WT01/29/108	Steve Asmussen Racing Stable	-83,530.83
Bank of America			Steve Asmussen Racing Stable	-160,000.00
			Steve Asmussen Racing Stable Total	-243,530.83
Bank of America	12/04/2009	5993	Steve Miyadi Racing	-15,895.00
Bank of America	01/29/2010	WT01/29/109	Steve Miyadi Racing	-15,000.00
			Steve Miyadi Racing Total	-30,895.00
Bank of America	11/10/2009	5956	Stites & Harbison PLLC	-18,863.60
Bank of America	12/04/2009	6068	Stites & Harbison PLLC	-11,029.40
Bank of America	01/25/2010	6188	Stites & Harbison PLLC	-11,029.40
			Stites & Harbison PLLC Total	-40,922.40
Bank of America	12/04/2009	5994	Stockplace	-36,530.00
Bank of America	01/25/2010	6189	Stockplace	-30,612.50
			Stockplace Total	-67,142.50
Bank of America	12/04/2009	5995	Taylor Made Sales Agency	-3,095.00
			Taylor Made Sales Agency Total	-3,095.00
Bank of America	11/10/2009	5957	Teigland, Franklin & Brokken, D.V.M.'S PA	-9,397.50
Bank of America	12/04/2009	6069	Teigland, Franklin & Brokken, D.V.M.'S PA	-6,149.05
Bank of America	01/25/2010	6190	Teigland, Franklin & Brokken, D.V.M.'S PA	0.00
Bank of America	01/26/2010	6221	Teigland, Franklin & Brokken, D.V.M.'S PA	-8,163.55
			Teigland, Franklin & Brokken, D.V.M.'S PA Total	-23,710.10
Bank of America	12/04/2009	6070	The Belmont Veterinary Group Inc.	-1,815.00
Bank of America	01/25/2010	6191	The Belmont Veterinary Group Inc.	0.00
Bank of America	01/26/2010	6222	The Belmont Veterinary Group Inc.	-1,815.00
			The Belmont Veterinary Group Inc. Total	-3,630.00
Bank of America	01/25/2010	6203	The Canadian Thoroughbred Horse Society	-105.00
Bank of America	01/26/2010	6223	The Canadian Thoroughbred Horse Society	-420.00
			The Canadian Thoroughbred Horse Society Total	-525.00
Bank of America	12/04/2009	6013	The Green Group	-1,505.00
Bank of America	01/25/2010	6192	The Green Group	-4,945.00
			The Green Group Total	-6,450.00
Bank of America	11/16/2009	5965	The Jockey Club	-100.00
			The Jockey Club Total	-100.00
Bank of America	11/10/2009	5958	Thoroughbred Transport, Inc.	-400.00
			Thoroughbred Transport, Inc. Total	-400.00
Bank of America	11/10/2009	5959	Thoroughbred Veterinary Services	-165.00
			Thoroughbred Veterinary Services Total	-165.00
Bank of America	11/10/2009	5960	Thorpe, PLLC	-225.00
			Thorpe, PLLC Total	-225.00

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Bank	Date	Num	Name	Amount
Bank of America	12/04/2009	5996	Todd A. Pletcher Racing Stables, Inc.	-58,936.35
Bank of America	01/29/2010	WT1/29/1011	Todd A. Pletcher Racing Stables, Inc.	-90,000.00
			Todd A. Pletcher Racing Stables, Inc. Total	-148,936.35
Bank of America	12/04/2009	5997	Todd Beattie	-10,154.50
Bank of America	01/29/2010	WT1/29/1010	Todd Beattie	-20,000.00
			Todd Beattie Total	-30,154.50
Bank of America	11/16/2009	5966	Township of Teaneck	-23,549.23
Bank of America	11/16/2009	5967	Township of Teaneck	-157.86
			Township of Teaneck Total	-23,707.09
Bank of America	11/10/2009	5961	Triple Crown Horse Transport, Inc.	-1,100.00
			Triple Crown Horse Transport, Inc. Total	-1,100.00
Bank of America	12/04/2009	6071	Tyler Cerin	-2,010.00
Bank of America	01/25/2010	6193	Tyler Cerin	-2,340.00
			Tyler Cerin Total	-4,350.00
Bank of America	01/25/2010	6194	Velasco Veterinary Services	-125.00
			Velasco Veterinary Services Total	-125.00
Bank of America	12/04/2009	5998	Vessels Stallion Farm LLC	-941.00
Bank of America	01/25/2010	6195	Vessels Stallion Farm LLC	-1,579.00
			Vessels Stallion Farm LLC Total	-2,520.00
Bank of America	12/04/2009	5999	Wavertree Stables	-3,653.38
Bank of America	01/25/2010	6196	Wavertree Stables	0.00
Bank of America	01/26/2010	6224	Wavertree Stables	-2,327.00
			Wavertree Stables Total	-5,980.38
Bank of America	12/15/2009	6079	White & Case LLP	-100,000.00
			White & Case LLP Total	-100,000.00
Bank of America	12/04/2009	6014	Wine & Roses	-877.40
Bank of America	01/06/2010	6102	Wine & Roses	-1,158.81
Bank of America	01/25/2010	6197	Wine & Roses	-131.61
			Wine & Roses Total	-2,167.82
Bank of America	11/10/2009	5962	Winner's Circle Equine Clinic, Inc	-338.00
Bank of America	12/04/2009	6072	Winner's Circle Equine Clinic, Inc	-414.00
Bank of America	01/25/2010	6198	Winner's Circle Equine Clinic, Inc	-414.00
			Winner's Circle Equine Clinic, Inc Total	-1,166.00
Bank of America	01/06/2010	6103	Woodstead Farm	-3,974.34
			Woodstead Farm Total	-3,974.34
Bank of America	11/10/2009	5963	Yarbrough & Rabenstein, DVM, PA	-7,602.53
Bank of America	12/04/2009	6073	Yarbrough & Rabenstein, DVM, PA	-3,872.89
Bank of America	01/25/2010	6199	Yarbrough & Rabenstein, DVM, PA	-3,872.89
			Yarbrough & Rabenstein, DVM, PA Total	-15,348.31

Nov. 5, 2009 - Feb. 3, 2010

Bank	Date	Num	Name	Amount
Bank of America	11/10/2009	5964	Young Equine Services Inc	-890.00
Bank of America	12/04/2009	6074	Young Equine Services Inc	-743.00
Bank of America	01/25/2010	6200	Young Equine Services Inc	-1,557.50
			Young Equine Services Inc Total	-3,190.50
			Grand Total	-7,898,909.71

Capital Draws/Contributions

Date	Amount
Draws	
02/04/2009	20,000
02/05/2009	50,000
02/13/2009	52,000
02/19/2009	-
02/19/2009	32,000
02/20/2009	52,000
02/27/2009	50,000
03/02/2009	50,000
03/06/2009	50,000
03/08/2009	30,000
03/12/2009	20,000
03/18/2009	30,000
03/19/2009	25,000
04/23/2009	50,000
04/23/2009	50,000
05/20/2009	25,000
05/21/2009	25,000
05/22/2009	30,000
05/23/2009	50,000
05/24/2009	50,000
06/03/2009	30,000
06/03/2009	20,000
06/26/2009	3,000
06/28/2009	25,000
07/10/2009	25,000
07/11/2009	30,000
07/16/2009	20,000
07/31/2009	25,000
08/14/2009	50,000
09/02/2009	30,000
09/04/2009	25,000
09/04/2009	9,000
09/24/2009	25,000
09/30/2009	25,000
10/01/2009	20,000
10/01/2009	25,000
10/09/2009	30,000
10/12/2009	25,000
10/13/2009	25,000
10/15/2009	15,000
10/19/2009	15,000
10/21/2009	36,000
10/22/2009	18,000
10/23/2009	50,000
10/23/2009	30,000
10/24/2009	25,000
11/20/2009	25,000
12/30/2009	25,000
03/09/2009	40,000
04/06/2009	5,000
05/26/2009	3,000
06/12/2009	6,000
10/30/2009	50,000
11/17/2009	100,000

Date	Amount
11/25/2009	200,000
02/06/2009	40,000
04/01/2009	21,800
06/02/2009	20,000
07/01/2009	30,000
07/17/2009	50,000
04/01/2009	10,000
Total Draws	<u>2,022,800</u>

Contributions of Capital

03/23/2009	(79,980)
04/06/2009	(300,000)
04/22/2009	(300,000)
04/24/2009	(100,000)
06/08/2009	(50,000)
07/08/2009	(200,000)
08/05/2009	(200,000)
12/31/2009	(100,000)
Total Contrib	<u>(1,329,980)</u>

Net	<u>692,820</u>
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**United States Bankruptcy Court
District of New Jersey**

In re Zayat Stables, LLC

Debtor(s)

Case No. 10-13130 (DHS)
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ <u>600,000.00</u>
Prior to the filing of this statement I have received	\$ <u>600,000.00</u>
Balance Due	\$ <u>0.00</u>

2. \$ 0.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify):

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- [Other provisions as needed]

See retention papers.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

None

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: February 17, 2010

/s/ Michael D. Sirota

Michael D. Sirota MS-4088

Cole, Schotz, Meisel, Forman & Leonard, P.A.

25 Main Street

Hackensack, NJ 07601

201-489-3000 Fax: 201-489-1536

**United States Bankruptcy Court
District of New Jersey**

In re **Zayat Stables, LLC**

Debtor

Case No. **10-13130 (DHS)**

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ahmed Zayat 569 Warwick Avenue Teaneck, NJ 07666	N/A	100%	Equity

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Sole Member and Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 17, 2010

Signature /s/ Ahmed Zayat

**Ahmed Zayat
Sole Member and Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
District of New Jersey**

In re Zayat Stables, LLC

Debtor(s)

Case No. 10-13130 (DHS)
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Zayat Stables, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

February 17, 2010

Date

/s/ Michael D. Sirota

Michael D. Sirota MS-4088

Signature of Attorney or Litigant

Counsel for Zayat Stables, LLC

Cole, Schotz, Meisel, Forman & Leonard, P.A.

25 Main Street

Hackensack, NJ 07601

201-489-3000 Fax:201-489-1536